

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF MICHIGAN**

In re:

BARFLY VENTURES, LLC, *et al.*¹

Debtors.

Chapter 11
Case No. 20-01947-jwb
Hon. James W. Boyd

Jointly Administered

**DECLARATION OF ROBERT S. HERSCH IN SUPPORT OF THE FINAL
APPLICATION FOR APPROVAL OF CHAPTER 11 FEES OF MASTODON
VENTURES, INC.**

Pursuant to Rule 2016(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”)², I, Robert S. Hersch, declare and say:

1. I am an officer of Mastodon Ventures, Inc. (“Mastodon”), which maintains its principal offices at 918 Congress Avenue, Suite 100, Austin, Texas 78701. I am duly authorized to make this declaration (the “Declaration”) on behalf of Mastodon in support of the *Final Application for Approval of Chapter 11 Fees of Mastodon Ventures, Inc.* (the “Application”).

2. This Application for payment of fees of Mastodon Ventures, Inc. being filed with this Declaration is true and correct.

¹ The Debtors are: Barfly Ventures, LLC (8379), Barfly Management, LLC (6274), 9 Volt, LLC (d/b/a HopCat)(1129), 50 Amp Fuse, LLC (d/b/a Stella’s Lounge)(3684), GRBC Holdings, LLC (d/b/a Grand Rapids Brewing Company)(2130), E L Brewpub, LLC (d/b/a HopCat East Lansing)(5334), HopCat-Ann Arbor, LLC (5229), HopCat-Chicago, LLC (7552), HopCat-Concessions, LLC (2597), HopCat-Detroit, LLC (8519), HopCat-GR Beltline, LLC (9149), HopCat-Holland, LLC (7132), HopCat-Indianapolis, LLC (d/b/a HopCat-Broad Ripple)(7970), HopCat-Kalamazoo, LLC (8992), HopCat-Kansas City, LLC (d/b/a HopCat,-KC, LLC and Tikicat)(6242), HopCat-Lexington, LLC (6748), HopCat-Lincoln, LLC (2999), HopCat-Louisville, LLC (0252), HopCat-Madison, LLC (9108), HopCat-Minneapolis, LLC (8622), HopCat-Port St. Lucie, LLC (0616), HopCat-Royal Oak, LLC (1935), HopCat-St. Louis, LLC (6994), Luck of the Irish, LLC (d/b/a The Waldron Public House, LLC and McFadden’s Restaurant Saloon)(4255).

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

3. Pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “Procedures Order”), Debtors have paid Mastodon \$60,000, which is 80% of the monthly service fees due. No other compensation has been paid or promised to Mastodon Ventures, Inc., and no agreement or understanding exists for the sharing of compensation received or to be received for services rendered in or in connection with the bankruptcy estates.

4. I acknowledge and agree that the \$350,000 success fee will only be due and payable to Mastodon once the sale of Debtors’ assets as provided for in the *Order (I) Authorizing the Sale of Substantially all of the Debtors’ Assets Free and Clear of All Lines, Claims, Encumbrances, and Other Interests, (II) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (III) Granting Related Relief* (Dkt. No. 363) closes.

I hereby declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information, and belief.

Date: October 15, 2020

/s/ Robert S. Hersch

Robert S. Hersch
Senior Managing Director
Mastodon Ventures, Inc.